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Nov. 12, 2010

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SURFACE TRANSPORTATION BOARD

**Via Federal Express**

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a copy of a **Bill of Sale**, dated as of Nov. 9, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

**Seller:** EOL Leasing, LLC,  
a Colorado limited liability company  
10461 Dowdle Drive  
Golden, CO 80403

**Purchaser:** Florida Railroad Museum, Inc.,  
a Florida not-for-profit corporation  
12210 83<sup>rd</sup> Street  
Parrish, FL 34219

Anne K. Quinlan, Esquire

Nov. 12, 2010

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A description of the railroad equipment covered by the enclosed document is:

1. **One (1) used General Electric Locomotive #8330.**

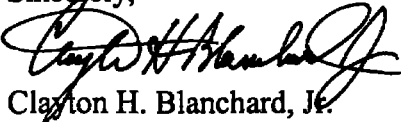
A short summary of the document to appear in the index is:

**Bill of Sale**

Also enclosed is a check in the amount of **\$41.00** payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,



Clayton H. Blanchard, Jr.

CHB:tsl

Enclosures

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SURFACE TRANSPORTATION BOARD

## Bill of Sale

Seller, EOL Leasing, LLC, a Colorado limited liability company of 10461 Dowdle Drive, Golden, CO 80403 ("Seller") in exchange for One Hundred Five Thousand and No Cents —(\$105,000.00)— USA dollars, receipt of which is acknowledged, hereby sells, assigns and transfers to Florida Railroad Museum, Inc., a Florida not-for-profit corporation of 12210 83<sup>rd</sup> Street East, Parrish, Florida 34219 ("Purchaser") the following personal property:

-One (1) used General Electric Locomotive #8330, aka EMD GP10 #8330,  
(the above item is hereinafter described as the "Equipment").

### CONDITIONS OF SALE

1. The Equipment is sold "As Is, Where Is" other than as set forth in the contract of purchase and sale and as set forth in this Bill of Sale. The Seller makes no warranties, implied or otherwise, other than as set forth in the contract of purchase and sale and as set forth in this Bill of Sale.
2. The Equipment is free and clear of any liens and encumbrances. Seller has the legal right to sell this Equipment. Seller agrees to indemnify, defend and hold harmless Purchaser from and against any and all claims by third persons asserting any lien, encumbrance, or property right in this Equipment.
3. Seller and Seller's Agent(s) are to be held harmless of any incidents involving this Equipment subsequent to delivery of Equipment to CSX for transport to Parrish, Florida. Asbestos, used as insulation material, may be present on this Equipment. Purchaser assumes responsibility thereof, after closing of title in the transaction.
4. The terms of the Asset Purchase Agreement, dated October , 2010, by and between the Seller and Purchaser are specifically incorporated herein and become an integral part of this Bill of Sale.

Seller represents to Purchaser that:

- (1) Seller is the absolute owner of the personal property,
- (2) the personal property is free and clear of all liens and claims, and
- (3) Seller has the right to sell the personal property and to make this Bill of Sale.

Seller has signed this Bill of Sale or caused this Bill of Sale to be signed by its proper corporate officers and its corporate seal to be affixed on November 9, 2010.

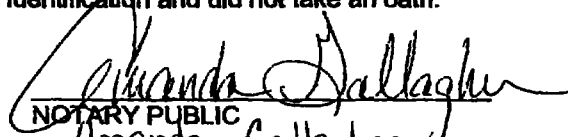
EOL Leasing, LLC  
a Colorado limited liability company

By: mgm Manager  
Mark Graybill  
Managing Member

STATE OF COLORADO

COUNTY OF Alamosa

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November 2010 by Mark Graybill as Managing Member of EOL Leasing, LLC, a Colorado limited liability company, who ( ) is personally known to me or ( ☒ ) has produced a driver's license as identification and did not take an oath.

  
NOTARY PUBLIC  
Amanda Gallagher  
(Please Print)  
My Commission Expires: Oct. 14, 2010

AMANDA GALLAGHER  
NOTARY PUBLIC  
STATE OF COLORADO

CERTIFICATION

I, Clayton H. Blanchard, Jr., attorney licensed to practice in the State of Florida, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Nov 13, 2010

  
Clayton H. Blanchard, Jr.